

EXHIBIT B

BECKER & POLIAKOFF LLP

Helen Davis Chaitman hchaitman@bplegal.com

45 Broadway

New York, New York 10006

Telephone (212) 599-3322

Facsimile (212) 557-0295

Attorneys for Defendant Carol Nelson

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-1789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC

Plaintiff,

v.

CAROL NELSON,

Defendant.

Adv. Pro. No. 10-04658 (SMB)

**CAROL NELSON'S OBJECTIONS AND RESPONSES TO
TRUSTEE'S FIRST SET OF REQUESTS FOR ADMISSIONS**

Carol Nelson (the "Responding Party"), by and through her attorneys, and pursuant to Rules 26 and 36 of the Federal Rules of Civil Procedure and Rules 7026 and 7036 of the Federal Rules of Bankruptcy Procedure, and the Local Rules of this Court, responds and objects to the First Set of Requests for Admissions (the "Requests") of trustee Irving H. Picard

(the “Trustee” or the “Propounding Party”) as follows:

GENERAL OBJECTIONS

1. Responding Party objects to each instruction, definition, and Request to the extent that it purports to impose any requirement or discovery obligation greater than or different from those under the Federal Rules of Civil Procedure and the applicable Rules and Orders of the Court.
2. Responding Party objects to each instruction, definition, and Request to the extent it is vague, ambiguous, overly broad and unduly burdensome, or requests the production of documents that are not relevant to any parties’ claims or defenses, and not reasonably calculated to lead to the discovery of admissible evidence.
3. Responding Party objects to the Requests to the extent they request disclosure of (i) legal theories, legal opinions, mental impressions or other information of Responding Parties’ counsel, (ii) any information protected by any privilege, including, without limitation, the attorney-client privilege or the privilege afforded to settlements or settlement negotiations, or (iii) any other available and valid grounds for withholding information or documents from production, including, without limitation, the attorney work product doctrine. Nothing contained in these responses should be interpreted as a waiver of any such privilege or doctrine.
4. Responding Party objects to the Requests to the extent they require production of documents not within the possession, custody, or control of the Responding Party.
5. Responding Party objects to the Requests to the extent they call for legal conclusions.
6. Responding Party objects to the Requests to the extent they seek disclosure of proprietary and/or confidential information.
7. Responding Party objects to each definition, instruction, and Request as

overbroad and unduly burdensome to the extent it seeks documents that are readily or more accessible to the Propounding Party from its own files or documents, which the Propounding Party previously produced to the Responding Party.

8. Responding Party reserves all objections as to the competence, relevance, materiality, admissibility, or privileged status of any information provided in response to these Requests, unless the Responding Party specifically states otherwise.

9. Responding Party's responses to the Requests are based upon information presently available. Responding Party has not completed discovery. Accordingly, these responses are made without prejudice to Responding Party's right to present additional evidence based upon information subsequently obtained or evaluated.

10. Responding Party expressly reserves the right to supplement, clarify, revise, or correct any responses and objections herein, and to assert additional objections or privileges, in one or more subsequent supplemental response(s).

11. Responding Party's response to each of the Requests is made subject to these General Objections and limitations. Responding Party sets them out here to avoid repeating them in response to each individual Request. Responding Party's failure to specifically set forth an objection in response to a particular Request shall not be construed as a waiver of said objection.

12. Responding Party objects to the Requests to the extent that they seek disclosure of information or production of documents for a time period that has no relevance to the issues in the complaint and answer.

RESPONSES AND OBJECTIONS

1. Admit that Account No. 1ZA283 was maintained in Your name.

Response: Admitted.

2. Admit that Exhibit B to the Trustee's Complaint accurately reflects the complete history of the transactions affecting the principal balance calculation of Account No. 1ZA283.

Response: Denied.

3. Admit that Exhibit B to the Trustee's Complaint accurately reflects the complete history of the transactions Concerning Account No. 1ZA283.

Response: Denied.

4. Admit that Column 4 of Exhibit B to the Complaint accurately reflects the deposits made into Account No. 1ZA283.

Response: Denied.

5. Admit that Column 5 of Exhibit 13 to the Complaint accurately reflects the withdrawals from Account No. 1ZA283.

Response: Denied.

6. Admit that, over the life of Account No. 1ZA283, \$2,700,000 was withdrawn from Account No. 1ZA283.

Response: Denied.

7. Admit that, of the \$2,700,000 withdrawn from Account No. 1ZA283, \$1,000,000 consisted of principal.

Response: Denied.

8. Admit that, of the \$2,700,000 withdrawn from Account No. 1ZA283, \$1,700,000 was in excess of principal.

Response: Denied.

9. Admit that \$1,700,000 more was withdrawn from Account No, 1ZA283 than was deposited into Account No, 1ZA283.

Response: Denied.

10. Admit that, between December 11, 2006 and December 11, 2008, \$255,000 in excess of principal was withdrawn from Account No. 1ZA283.

Response: Denied.

11. Admit that, between December 11, 2002 and December 11, 2008, \$895,000 in excess of principal was withdrawn from Account No. 1ZA283.

Response: Denied.

12. Admit that Account No. 1ZR265 was maintained in the name of NTC & Co. FBO Carol Nelson.

Response:

13. Admit that Exhibit B to the Trustee's Complaint accurately reflects the complete history of the transactions affecting the principal balance calculation of Account No. 1ZR265.

Response: Denied.

14. Admit that Exhibit B to the Trustee's Complaint accurately reflects the complete history of the transactions Concerning Account No. 1ZR265.

Response: Denied.

15. Admit that Column 4 of Exhibit B to the Complaint accurately reflects the deposits made into Account No. 1ZR265.

Response: Denied.

16. Admit that Column 5 of Exhibit B to the Complaint accurately reflects the withdrawals from Account No, 1ZR265.

Response: Denied.

17. Admit that, over the life of Account No. 1ZR265, \$860,135 was withdrawn

from Account No. 1ZR265.

Response: Denied.

18. Admit that, of the \$860,135 withdrawn from Account No, 1ZR265, \$458,388 consisted of principal.

Response: Denied.

19. Admit that, of the \$860,135 withdrawn from Account No. 1ZR265, \$401,748 was in excess of principal.

Response: Denied.

20. Admit that, \$401,748 more was withdrawn from Account No. 1ZR265 than was deposited into Account No, 1ZR265.

Response: Denied.

21. Admit that, between December 11, 2006 and December 11, .2008, \$200,077 in excess of principal was withdrawn from Account No. 1ZR265.

Response: Denied.

22. Admit that, between December 11, 2002 and December 11, 2008, \$401,748 in excess of principal was withdrawn from Account No. 1ZR265.

Response: Denied.

Dated: New York, New York
July 29, 2015

BECKER & POLIAKOFF LLP

By: /s/ Helen Davis Chaitman

Helen Davis Chaitman
45 Broadway
New York, New York 10006
(212) 599-3322
hchaitman@bplegal.com

Attorneys for Defendant Carol Nelson

CERTIFICATE OF SERVICE

I hereby certify that on July 29, 2015 a true and correct copy of the foregoing was served
by electronic mail and USPS First Class mail upon:

BAKER & HOSTETLER
Dean Hunt, Esq.
Rachel Smith, Esq.
Baker & Hostetler LLP
811 Main Street, Suite 1100
Houston, TX 77002-6111
dhunt@bakerlaw.com
rsmith@bakerlaw.com

Dated: New York, New York
July 29, 2015

/s/ Helen Davis Chaitman

BECKER & POLIAKOFF LLP

Helen Davis Chaitman hchaitman@bplegal.com

45 Broadway

New York, New York 10006

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Facsimile (212) 557-0295

Attorneys for Defendant Carol Nelson

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-1789 (SMB)

SIPA LIQUIDATION

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC

Plaintiff,

v.

CAROL NELSON,

Defendant.

Adv. Pro. No. 10-04658 (SMB)

**CAROL NELSON'S AMENDED RESPONSE TO
TRUSTEE'S FIRST SET OF REQUESTS FOR ADMISSIONS**

Carol Nelson (the "Responding Party"), by and through her attorneys, and pursuant to Rules 26 and 36 of the Federal Rules of Civil Procedure and Rules 7026 and 7036 of the Federal Rules of Bankruptcy Procedure, and the Local Rules of this Court, incorporating the General Objections set forth in Responding Party's Responses to the First Set of Requests for

Admissions of trustee Irving H. Picard, amends her response to Request for Admission No. 12
as follows:

AMENDED RESPONSE

12. Admit that Account No. 1ZR265 was maintained in the name of NTC & Co.
FBO Carol Nelson.

Amended Response: Denied.

Dated: New York, New York
September 1, 2015

BECKER & POLIAKOFF LLP

By: /s/ Helen Davis Chaitman

Helen Davis Chaitman
45 Broadway
New York, New York 10006
(212) 599-3322
hchaitman@bplegal.com

Attorneys for Defendant Carol Nelson

CERTIFICATE OF SERVICE

I hereby certify that on September 1, 2015 a true and correct copy of the foregoing was served by electronic mail and USPS First Class mail upon:

BAKER & HOSTETLER
Dean Hunt, Esq.
Rachel Smith, Esq.
Baker & Hostetler LLP
811 Main Street, Suite 1100
Houston, TX 77002-6111
dhunt@bakerlaw.com
rsmith@bakerlaw.com

Dated: New York, New York
September 1, 2015

/s/ Helen Davis Chaitman

BECKER & POLIAKOFF LLP

Helen Davis Chaitman hchaitman@bplegal.com

45 Broadway

New York, New York 10006

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*Attorneys for Defendants Carol Nelson
and Stanley Nelson*

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SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-1789 (SMB)

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(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC

Plaintiff,

v.

CAROL NELSON, individually and as joint tenant; and
STANLEY NELSON, individual and as joint tenant,

Defendants.

Adv. Pro. No. 10-04377 (SMB)

**CAROL NELSON'S OBJECTIONS AND RESPONSES TO
TRUSTEE'S FIRST SET OF REQUESTS FOR ADMISSIONS**

Carol Nelson (the "Responding Party"), by and through her attorneys, and pursuant to Rules 26 and 36 of the Federal Rules of Civil Procedure and Rules 7026 and 7036 of the Federal Rules of Bankruptcy Procedure, and the Local Rules of this Court, responds and

objects to the First Set of Requests for Admissions (the “Requests”) of trustee Irving H. Picard (the “Trustee” or the “Propounding Party”) as follows:

GENERAL OBJECTIONS

1. Responding Party objects to each instruction, definition, and Request to the extent that it purports to impose any requirement or discovery obligation greater than or different from those under the Federal Rules of Civil Procedure and the applicable Rules and Orders of the Court.

2. Responding Party objects to each instruction, definition, and Request to the extent it is vague, ambiguous, overly broad and unduly burdensome, or requests the production of documents that are not relevant to any parties’ claims or defenses, and not reasonably calculated to lead to the discovery of admissible evidence.

3. Responding Party objects to the Requests to the extent they request disclosure of (i) legal theories, legal opinions, mental impressions or other information of Responding Parties’ counsel, (ii) any information protected by any privilege, including, without limitation, the attorney-client privilege or the privilege afforded to settlements or settlement negotiations, or (iii) any other available and valid grounds for withholding information or documents from production, including, without limitation, the attorney work product doctrine. Nothing contained in these responses should be interpreted as a waiver of any such privilege or doctrine.

4. Responding Party objects to the Requests to the extent they require production of documents not within the possession, custody, or control of the Responding Party.

5. Responding Party objects to the Requests to the extent they call for legal conclusions.

6. Responding Party objects to the Requests to the extent they seek disclosure of proprietary and/or confidential information.

7. Responding Party objects to each definition, instruction, and Request as overbroad and unduly burdensome to the extent it seeks documents that are readily or more accessible to the Propounding Party from its own files or documents, which the Propounding Party previously produced to the Responding Party.

8. Responding Party reserves all objections as to the competence, relevance, materiality, admissibility, or privileged status of any information provided in response to these Requests, unless the Responding Party specifically states otherwise.

9. Responding Party's responses to the Requests are based upon information presently available. Responding Party has not completed discovery. Accordingly, these responses are made without prejudice to Responding Party's right to present additional evidence based upon information subsequently obtained or evaluated.

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12. Responding Party objects to the Requests to the extent that they seek disclosure of information or production of documents for a time period that has no relevance to the issues in the complaint and answer.

RESPONSES AND OBJECTIONS TO REQUESTS FOR ADMISSION

1. Admit that Account No. 1ZA284 was maintained in the name of Carol Nelson

and Stanley Nelson JTWROS.

Response: Admitted.

2. Admit that Exhibit B to the Trustee's Complaint accurately reflects the complete history of the transactions affecting the principal balance calculation of Account No. 1ZA284.

Response: Denied.

3. Admit that Exhibit B to the Trustee's Complaint accurately reflects the complete history of the transactions Concerning Account No. 1ZA284,

Response: Denied.

4. Admit that Column 4 of Exhibit B to the Complaint accurately reflects the deposits made into Account No. 1ZA284.

Response: Denied.

5. Admit that Column 5 of Exhibit B to the Complaint accurately reflects the withdrawals from Account No. 1ZA284.

Response: Denied.

6. Admit that, over the life of Account No. 1ZA284, \$11,955,000 was withdrawn from the Account.

Response: Denied.

7. Admit that, of the \$11,955,000 withdrawn from Account No. 1ZA284, \$5,550,000 consisted of principal.

Response: Denied.

8. Admit that, of the \$11,955,000 withdrawn from Account No. 1ZA284, \$6,405,000 was in excess of principal,

Response: Denied.

9. Admit that \$6,405,000 more was withdrawn from Account No, 1ZA284 than was deposited into Account No, 1ZA284.

Response: Denied.

10. Admit that, between December 11, 2006 and December 11, 2008, \$2,610,000 in excess of principal was withdrawn from Account No. 1ZA284.

Response: Denied.

11. Admit that, between December 11, 2002 and December 11, 2008, \$6,405,000 in excess of principal was withdrawn from Account No. 1ZA284.

Response: Denied.

12. Admit that all funds withdrawn from Account No. 1ZA284 were deposited into a bank account held by You and/or Stanley Nelson.

Response: Denied.

13. Admit that all funds withdrawn from Account No. 1ZA284 were for the benefit of You and/or Stanley Nelson.

Response: Denied.

Dated: New York, New York
July 29, 2015

BECKER & POLIAKOFF LLP

By: /s/ Helen Davis Chaitman

Helen Davis Chaitman
45 Broadway
New York, New York 10006
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*Attorneys for Defendants Carol Nelson
and Stanley Nelson*

CERTIFICATE OF SERVICE

I hereby certify that on July 29, 2015 a true and correct copy of the foregoing was served
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Dated: New York, New York
July 29, 2015

/s/ Helen Davis Chaitman

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CORPORATION,

Plaintiff-Applicant,

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BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-1789 (SMB)

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(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

IRVING H. PICARD, Trustee for the Liquidation of
Bernard L. Madoff Investment Securities LLC

Plaintiff,

v.

CAROL NELSON, individually and as joint tenant; and
STANLEY NELSON, individual and as joint tenant,

Defendants.

Adv. Pro. No. 10-04377 (SMB)

**STANLEY NELSON'S OBJECTIONS AND RESPONSES TO
TRUSTEE'S FIRST SET OF REQUESTS FOR ADMISSIONS**

Stanley Nelson (the "Responding Party"), by and through his attorneys, and pursuant to Rules 26 and 36 of the Federal Rules of Civil Procedure and Rules 7026 and 7036 of the Federal Rules of Bankruptcy Procedure, and the Local Rules of this Court, responds and

objects to the First Set of Requests for Admissions (the “Requests”) of trustee Irving H. Picard (the “Trustee” or the “Propounding Party”) as follows:

GENERAL OBJECTIONS

1. Responding Party objects to each instruction, definition, and Request to the extent that it purports to impose any requirement or discovery obligation greater than or different from those under the Federal Rules of Civil Procedure and the applicable Rules and Orders of the Court.

2. Responding Party objects to each instruction, definition, and Request to the extent it is vague, ambiguous, overly broad and unduly burdensome, or requests the production of documents that are not relevant to any parties’ claims or defenses, and not reasonably calculated to lead to the discovery of admissible evidence.

3. Responding Party objects to the Requests to the extent they request disclosure of (i) legal theories, legal opinions, mental impressions or other information of Responding Parties’ counsel, (ii) any information protected by any privilege, including, without limitation, the attorney-client privilege or the privilege afforded to settlements or settlement negotiations, or (iii) any other available and valid grounds for withholding information or documents from production, including, without limitation, the attorney work product doctrine. Nothing contained in these responses should be interpreted as a waiver of any such privilege or doctrine.

4. Responding Party objects to the Requests to the extent they require production of documents not within the possession, custody, or control of the Responding Party.

5. Responding Party objects to the Requests to the extent they call for legal conclusions.

6. Responding Party objects to the Requests to the extent they seek disclosure of proprietary and/or confidential information.

7. Responding Party objects to each definition, instruction, and Request as overbroad and unduly burdensome to the extent it seeks documents that are readily or more accessible to the Propounding Party from its own files or documents, which the Propounding Party previously produced to the Responding Party.

8. Responding Party reserves all objections as to the competence, relevance, materiality, admissibility, or privileged status of any information provided in response to these Requests, unless the Responding Party specifically states otherwise.

9. Responding Party's responses to the Requests are based upon information presently available. Responding Party has not completed discovery. Accordingly, these responses are made without prejudice to Responding Party's right to present additional evidence based upon information subsequently obtained or evaluated.

10. Responding Party expressly reserves the right to supplement, clarify, revise, or correct any responses and objections herein, and to assert additional objections or privileges, in one or more subsequent supplemental response(s).

11. Responding Party's response to each of the Requests is made subject to these General Objections and limitations. Responding Party sets them out here to avoid repeating them in response to each individual Request. Responding Party's failure to specifically set forth an objection in response to a particular Request shall not be construed as a waiver of said objection.

12. Responding Party objects to the Requests to the extent that they seek disclosure of information or production of documents for a time period that has no relevance to the issues in the complaint and answer.

RESPONSES AND OBJECTIONS TO REQUESTS FOR ADMISSION

1. Admit that Account No. 1ZA284 was maintained in the name of Carol Nelson

and Stanley Nelson JTWROS.

Response: Admitted.

2. Admit that Exhibit B to the Trustee's Complaint accurately reflects the complete history of the transactions affecting the principal balance calculation of Account No. 1ZA284.

Response: Denied.

3. Admit that Exhibit B to the Trustee's Complaint accurately reflects the complete history of the transactions Concerning Account No. 1ZA284.

Response: Denied.

4. Admit that Column 4 of Exhibit B to the Complaint accurately reflects the deposits made into Account No. 1ZA284.

Response: Denied.

5. Admit that Column 5 of Exhibit B to the Complaint accurately reflects the withdrawals from Account No. 1ZA284.

Response: Denied.

6. Admit that, over the life of Account No. 1ZA284, \$11,955,000 was withdrawn from the Account.

Response: Denied.

7. Admit that, of the \$11,955,000 withdrawn from Account No. 1ZA284, \$5,550,000 consisted of principal.

Response: Denied.

8. Admit that, of the \$11,955,000 withdrawn from Account No. 1ZA284, \$6,405,000 was in excess of principal.

Response: Denied.

9. Admit that \$6,405,000 more was withdrawn from Account No. 1ZA284 than was deposited into Account No. 1ZA284.

Response: Denied.

10. Admit that, between December 11, 2006 and December 11, 2008, \$2,610,000 in excess of principal was withdrawn from Account No. 1ZA284.

Response: Denied.

11. Admit that, between December 11, 2002 and December 11, 2008, \$6,405,000 in excess of principal was withdrawn from Account No. 1ZA284.

Response: Denied.

12. Admit that all funds withdrawn from Account No. 1ZA284 were deposited into a bank account held by You and/or Stanley Nelson.

Response: Denied.

13. Admit that all funds withdrawn from Account No. 1ZA284 were for the benefit of You and/or Carol Nelson.

Response: Denied.

Dated: New York, New York
July 29, 2015

BECKER & POLIAKOFF LLP

By: /s/ Helen Davis Chaitman

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Dated: New York, New York
July 29, 2015

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